

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **GAIN PLUS HOLDINGS LIMITED**

**德益控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9900)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 AUGUST 2023**

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Gain Plus Holdings Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 25 July 2023 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Wednesday, 16 August 2023 (the “**2023 AGM**”).

As at the date of the 2023 AGM, there were 372,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. To the best of the Directors’ knowledge, information and belief, there were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2023 AGM. None of the Shareholders have stated in the Company’s circular dated 25 July 2023 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 AGM.

Mr. Tsang Chiu Kwan, Mr. Lau Ka Ho, Mr. So Chun Man and Mr. Chen Yeung Tak attended the 2023 AGM in person.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2023 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		<i>Note</i>	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 March 2023.	159,057,060 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lau Ka Ho as an executive director;	159,057,060 (100%)	0 (0%)
	(b) To re-elect Mr. Chan Yeung Tak as an independent non-executive director;	159,057,060 (100%)	0 (0%)
	(c) To re-elect Mr. Wong Max Aaron as an independent non-executive director;	159,057,060 (100%)	0 (0%)
	(d) To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the respective directors’ remuneration.	159,057,060 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorise the Board to fix its remuneration.	159,057,060 (100%)	0 (0%)
4.	To give a general mandate to the Board to allot, issue and deal with the Company’s shares (the “ <b>Shares</b> ”).	159,057,060 (100%)	0 (0%)
5.	To give a general mandate to the Board to repurchase Shares.	159,057,060 (100%)	0 (0%)
6.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.	159,057,060 (100%)	0 (0%)
Special Resolution		For	Against
7.	To consider and adopt the second amended and restated articles of association of the Company.	159,057,060 (100%)	0 (0%)

\* For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

*Note:* The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the 2023 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to 6, all such resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the resolution no. 7, such resolution was duly passed as a special resolution of the Company.

By Order of the Board  
**Gain Plus Holdings Limited**  
**Tsang Chiu Kwan**  
*Chairman and Executive Director*

Hong Kong, 16 August 2023

*As at the date of this announcement, the executive Directors are Mr. Tsang Chiu Kwan and Mr. Lau Ka Ho, and the independent non-executive Directors are Mr. So Chun Man, Mr. Chen Yeung Tak and Mr. Wong Max Aaron.*